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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
136 CENTER STREET PO BOX 433

City or town, state, and ZIP code
OLD TOWN, ME 044680433

A Employer identification number
13-4223002

B Telephone number (see page 10 of the instructions)
(207) 827-4456

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 127,350,834

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	880,599	880,599	880,599	
	4	Dividends and interest from securities	921,998	921,998	921,998	
	5a	Gross rents	1,500	1,500	1,500	
	b	Net rental income or (loss) 1,500				
	6a	Net gain or (loss) from sale of assets not on line 10	-917,178			
	b	Gross sales price for all assets on line 6a 25,447,935				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	57,854	57,854	57,854	
	12	**Total.** Add lines 1 through 11	944,773	1,861,951	1,861,951	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages	134,504	0	0	134,504
	15	Pension plans, employee benefits	2,149	0	0	2,149
	16a	Legal fees (attach schedule)	14,883	0	0	14,883
	b	Accounting fees (attach schedule)	17,800	0	0	17,800
	c	Other professional fees (attach schedule)	336,433	180,654	180,654	155,779
	17	Interest	1,554	1,554	1,554	0
	18	Taxes (attach schedule) (see page 14 of the instructions)	224,488	21,026	21,026	203,462
	19	Depreciation (attach schedule) and depletion	1,386	0	2,961	
	20	Occupancy				
	21	Travel, conferences, and meetings	11,936	0	0	11,936
	22	Printing and publications				
	23	Other expenses (attach schedule)	188,816	28,031	28,031	156,743
	24	**Total operating and administrative expenses.** Add lines 13 through 23	933,949	231,265	234,226	697,256
	25	Contributions, gifts, grants paid	113,225			113,225
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,047,174	231,265	234,226	810,481
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-102,401			
	b	**Net investment income** (if negative, enter -0-)		1,630,686		
	c	**Adjusted net income** (if negative, enter -0-)			1,627,725	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	21,439	32,896	32,896
2	Savings and temporary cash investments	25,329,877	18,164,140	18,164,140
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	2,087,448	4,875,078	4,925,515
b	Investments—corporate stock (attach schedule)	9,119,723	7,369,053	8,071,524
c	Investments—corporate bonds (attach schedule)	31,327,984	38,135,125	38,683,350
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	8,843,300	7,797,364	8,136,270
14	Land, buildings, and equipment basis ▶ 49,351,438 Less accumulated depreciation (attach schedule) ▶ 14,299	49,083,425	49,337,139	49,337,139
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	125,813,196	125,710,795	127,350,834
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	125,813,196	125,710,795	
30	**Total net assets or fund balances** (see page 17 of the instructions)	125,813,196	125,710,795	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	125,813,196	125,710,795	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	125,813,196
2	Enter amount from Part I, line 27a	2	-102,401
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	125,710,795
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	125,710,795

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-917,178
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	-141,909

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,751,063	74,194,238	0 023601
2007	12,301,263	48,531,213	0 253471
2006	11,946,345	46,483,922	0 257000
2005	1,756,756	48,467,996	0 036246
2004	4,352,841	44,424,938	0 097982

2	**Total** of line 1, column (d).	2	0 668300
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 133660
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	74,157,755
5	Multiply line 4 by line 3.	5	9,911,926
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,307
7	Add lines 5 and 6.	7	9,928,233
8	Enter qualifying distributions from Part XII, line 4.	8	2,818,406

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	32,614
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	32,614
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	32,614
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 36,943		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 18,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	54,943
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	22,329
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 22,329	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2	Yes	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ME			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW KEEPMEBEAUTIFUL ORG

14 The books are in care of ▶DANIEL P DOIRON CPA Telephone no ▶(207) 772-1981

Located at ▶130 MIDDLE STREET PORTLAND ME ZIP+4 ▶04101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here. . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . . **6b** **No**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ROXANNE QUIMBY C/O ARB PO BOX 445 PORTLAND, ME 04112	PRESIDENT & DIRECTOR 23 00	0	0	0
HANNAH QUIMBY C/O ARB PO BOX 445 PORTLAND, ME 04112	DIRECTOR & SECRETARY 0 00	0	0	0
LUCAS ST CLAIR C/O ARB PO BOX 445 PORTLAND, ME 04112	DIRECTOR 0 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. . . . ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS 125 HIGH STREET 17TH FLOOR BOSTON, MA 021102704	INVESTMENT MNGMT & ADVICE	180,654
JAMES W SEWALL COMPANY 136 CENTER STREET PO BOX 433 OLD TOWN, ME 044680433	LAND MANAGEMENT SERVICES	141,900
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE PURCHASE OF MOUNT DESERT ISLAND ROUND POND PROPERTY LOCATED IN MAINE THE PURCHASE WAS MADE FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH, AND EDUCATIONAL PURPOSES	856,625
2 THE PURCHASE OF T6R9 AND T7R9 PROPERTY LOCATED IN MAINE THE PURCHASE WAS MADE FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH, AND EDUCATIONAL PURPOSES	500,000
3 EXPENDITURES FOR MAINTENANCE, UPKEEP, ECOLOGICAL SURVEYS, STEWARDSHIP PLANS, INSURANCE, REAL ESTATE AND EXCISE TAXES AND OTHER ITEMS RELATED TO VARIOUS PARCELS OF LAND HELD FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH AND EDUCATIONAL PURPOSES	356,245
4 THE PURCHASE OF 660 CONGRESS STREET LOCATED IN PORTLAND, ME THE PURCHASE WAS MADE AS PART OF THE FOUNDATION'S PLAN TO ESTABLISH AN ARTIST IN RESIDENCE PROGRAM	354,200

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	56,335,167
b	Average of monthly cash balances	1b	18,951,894
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	75,287,061
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	75,287,061
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,129,306
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,157,755
6	**Minimum investment return.** Enter 5% of line 5	6	3,707,888

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☑ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	810,481
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	2,007,925
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,818,406
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,818,406

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				
e From 2008.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ ________				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2009 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005. . . .				
b Excess from 2006. . . .				
c Excess from 2007. . . .				
d Excess from 2008. . . .				
e Excess from 2009. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. . . . . . . ▶ 2004-11-19

b Check box to indicate whether the organization is a private operating foundation described in section ☑ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	1,627,725	2,225,947	2,009,431	1,883,172	7,746,275
b 85% of line 2a	1,383,566	1,892,055	1,708,016	1,600,696	6,584,334
c Qualifying distributions from Part XII, line 4 for each year listed	2,818,406	1,751,063	12,811,351	11,966,114	29,346,934
d Amounts included in line 2c not used directly for active conduct of exempt activities	113,225	210,400	130,000	0	453,625
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,705,181	1,540,663	12,681,351	11,966,114	28,893,309
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .	2,471,925	2,473,141	1,617,707	1,549,464	8,112,237
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

ROXANNE QUIMBY

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				113,225
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	880,599	
4 Dividends and interest from securities			14	921,998	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	1,500	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	57,854	
8 Gain or (loss) from sales of assets other than inventory			18	-917,178	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		944,773	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 944,773

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2010-07-12	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Preparer's Signature DANIEL P DOIRON			
Firm's name (or yours if self-employed), address, and ZIP code: ALBIN RANDALL & BENNETT CPAS, 130 MIDDLE STREET PO BOX 445, PORTLAND, ME 041120445		EIN	
		Phone no (207) 772-1981	

Additional Data

Software ID: 09000028
Software Version: 2009.04000
EIN: 13-4223002
Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
GMS INTL EQUITY PORTFOLIO K-1	P		
GMS INTL EQUITY PORTFOLIO K-1	P		
GS CAPITAL PARTNERS V K-1	P		
PUBLICLY TRADED SECURITIES	P		
PUBLICLY TRADED SECURITIES	P		
BLUFFER PRESERVE LAND	D	2002-12-23	2009-02-17
VEHICLE	P	2008-04-18	2009-06-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
30,719			30,719
		304,165	-304,165
139,487			139,487
12,938,062		13,110,690	-172,628
9,255,953		11,137,433	-1,881,480
3,077,414		1,810,000	1,267,414
6,300		2,825	3,475

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			30,719
			-304,165
			139,487
			-172,628
			-1,881,480
			1,267,414
			3,475

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MAINE PUBLIC BROADCASTING NETWORK309 MARGINAL WAY PORTLAND, ME 04101	N/A	PUBLIC	NATIONAL PARKS PROJECT	10,000
PORTLAND MUSEUM OF ART7 CONGRESS SQUARE PORTLAND, ME 04101	N/A	PUBLIC	OPERATING SUPPORT	225
GREEN AMERICA1612 K STREET NW SUITE 600 WASHINGTON, DC 20006	n/A	PUBLIC	OPERATING SUPPORT	50,000
SCHOODIC INT'L SCULPTURE SYMPOSIUMPO BOX 122 STUEBEN, ME 04680	n/A	PUBLIC	OPERATING SUPPORT	2,000
SPACE GALLERY538 CONGRESS ST PORTLAND, ME 04101	n/A	PUBLIC	OPERATING SUPPORT	1,000
GREATER PORTLAND LANDMARKS 93 HIGH STREET PORTLAND, ME 04101	N/A	PUBLIC	OPERATING SUPPORT	50,000
Total . . . . ▶ **3a**				113,225

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TY 2009 Accounting Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES & TAX PREPARATION	17,800	0	0	17,800

TY 2009 Activities not Previously Reported Explanation

Name: ELLIOTSVILLE PLANTATION INC

CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Explanation: THE FOUNDATION HAS BEGUN TO EXPAND ITS CHARITABLE MISSION BY ESTABLISHING ARTIST IN RESIDENCE PROGRAMS KNOWN AS QUIMBY COLONY IN PORTLAND, MAINE. ONE PROGRAM WILL ACCEPT ARTISTS AND DESIGNERS IN THE FASHION, COSTUME AND TEXTILE ARTS. ACCEPTED ARTISTS WILL BE PROVIDED WITH STUDIO SPACE, A TRAVEL STIPEND, ROOM, AND BOARD. PARTICIPANTS WILL HAVE THE OPPORTUNITY TO MEET OTHER ARTISTS, ENGAGE IN CREATIVE DISCOURSE, AND DEVELOP COLLABORATIVE APPROACHES FOR FUTURE WORK. A SECOND PROGRAM WILL ACCEPT ACCOMPLISHED OR EMERGING CULINARY ARTISTS. ACCEPTED ARTISTS WILL BE PROVIDED WITH LIVING QUARTERS, MEALS, AND A TRAVEL STIPEND. PARTICIPANTS WILL HAVE THE OPPORTUNITY TO PAUSE FROM THE HARRIED PACE OF A COMMERCIAL KITCHEN IN ORDER TO BE INSPIRED TO EXPLORE NEW DIRECTIONS FOR THEIR CULINARY REPERTOIRE. FURTHER INFORMATION ABOUT THESE PROGRAMS CAN BE FOUND AT WWW.QUIMBYCOLONY.COM.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND - BIG BENSON POND	2002-12-23	760,005		L		0	0	0	
LAND - BIG GREENWOOD POND	2002-12-07	186,179		L		0	0	0	
LAND - BIG WILSON PRESERVE	2002-12-23	590,000		L		0	0	0	
LAND - BLUFFER PRESERVE	2002-12-23	1,750,000		L		0	0	0	
LAND - BODFISH FARM ROAD #1	2002-12-07	20,900		L		0	0	0	
LAND - BODFISH FARM ROAD #2	2002-12-07	23,000		L		0	0	0	
LAND - DOUGHTY HILL	2002-12-07	39,000		L		0	0	0	
LAND - GREENWOOD MOUNTAIN	2002-12-07	40,000		L		0	0	0	
LAND - LITTLE GREENWOOD POND PRESERVE	2002-12-23	400,000		L		0	0	0	
LAND - MOUNT KINEO PRESERVE	2002-12-23	415,000		L		0	0	0	
LAND - PEPPERMINT BROOK PRESERVE	2002-12-23	48,000		L		0	0	0	
LAND - SEVEN PONDS PRESERVE	2002-12-07	2,400,000		L		0	0	0	
LAND - SZABO PROPERTY	2002-12-07	38,900		L		0	0	0	
LAND - T3R8 & T4R8	2003-11-24	12,164,436		L		0	0	0	
LAND - TOWNSHIP 3, RANGE 7	2003-12-03	4,120,261		L		0	0	0	
LAND - WAKEMAN GATE	2002-12-07	300,000		L		0	0	0	
LAND - 1 GREENVILLE RD, MONSON	2003-03-18	56,016		L		0	0	0	
LAND - 3 GREENVILLE RD, MONSON	2003-01-14	32,216		L		0	0	0	
LAND - 5 GREENVILLE RD, MONSON	2003-01-10	33,721		L		0	0	0	
LAND - 4 WATER ST, MONSON	2003-05-15	89,766		L		0	0	0	
LAND - SCHOODIC PENNINSULA	2006-07-01	844,222		L		0	0	0	
FURNITURE	2004-12-05	15,573	5,832	200DB	7 000000000000	680	0	2,225	
LAND - SEAL COVE RD, SOUTHWEST HARBOR	2005-11-15	482,776		L		0	0	0	
LAND - OTTER CLIFF RD, BAR HARBOR	2005-10-26	754,286		L		0	0	0	
LAND- OTTER CLIFF ROAD	2006-04-18	422,544		L		0	0	0	
LAND- EASEMENT CARANTUNK FALLS	2006-06-29	51,522		L		0	0	0	
LAND- MOUNT DESERT ISLAND	2006-07-01	46,934		L		0	0	0	
LAND- T2R8 AND T3R8	2006-09-01	10,024,044		L		0	0	0	
LAND- MAP 223 LOT 17	2006-09-29	30,984		L		0	0	0	
LAND- BLACK DOG ROAD PROPERTY	2006-12-31	117,116		L		0	0	0	
LAND- MAP 21 LOT 16	2006-07-15	30,884		L		0	0	0	
LAND- T4R7 AND T4R8, PENOBSCOT COUNTY	2007-04-23	3,557,793		L		0	0	0	
LAND- T3R7 W E L S , PENOBSCOT COUNTY	2007-08-01	2,464,470		L		0	0	0	
LAND- T3R8 AND T4R8, PENOBSCOT COUNTY	2007-11-30	6,102,442		L		0	0	0	
COLLECTIBLES	2002-12-15	110,057		L		0	0	0	
VEHICLE	2008-04-18	8,828	883	200DB	5 000000000000	706	0	736	
MAP 14 LOT 8, TREMONT, ME	2008-01-01	101,488		L		0	0	0	
MAP 22 LOT 12 LONG POND SW HARBOR, ME	2008-08-15	428,978		L		0	0	0	
660 CONGRESS ST	2009-05-29	354,120		L		0	0	0	
LAND- T4R8 W E L S	2009-02-10	297,180		L		0	0	0	
LAND- MDI ROUND POND	2009-12-30	856,625		L		0	0	0	
LAND- T6R9 & T7R9		500,000		L		0	0	0	

TY 2009 Investments Corporate Bonds Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY
EIN: 13-4223002

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	0	0
AVON PRODUCTS INC 5.125% 01/15/2011 M-W+15.00BP	102,753	106,491
BOTTLING GROUP, LLC 5.5% 04/01/2016 SR LIEN M-W+15.00BP	105,620	109,559
CAISSE D'AMORTISSEMENT DE LA D 5.375% 07/17/2012 SR LIEN	533,698	556,168
CAISSE D'AMORTISSEMENT DE LA D 5.375% 07/17/2012 SR LIEN	536,663	556,168
CAMPBELL SOUP COMPANY 5.000000 12/03/2012	105,322	108,388
CISCO SYSTEMS, INC. 5.5% 02/22/2016 M-W+20.00BP	106,577	111,761
COCA-COLA COMPANY (THE) 5.35% 11/15/2017 SR LIEN M-W+15.00BP	105,786	108,406
COUNCIL OF EUROPE DEVELOPMENT 3.375% 09/15/2011	513,410	523,797
COUNCIL OF EUROPE DEVELOPMENT 4.25% 04/22/2013 USD	525,683	546,164
EIB 5.125% 05/30/2017 MN SR LIEN	789,459	824,378
EIB 5.25% 06/15/2011 JD SR LIEN	525,210	530,562
ELECTRONIC DATA SYSTEMS CORP 06/30/03 07/31/04 6% 08/01/201 6.0% TO 8/1/04,	105,600	113,042
FFCB 3.5% 10/03/2011 AO	517,972	524,433
FFCB 3.75% 12/06/2010 JD	256,698	257,916
FFCB 4.5% 10/17/2012 AO	535,182	540,405
FFCB 5.5% 04/13/2015 AO	250,352	278,214
FFCB CA 4.3% 05/28/2019 MN	492,263	501,346
FHLB 1.375% 05/16/2011 MN SR LIEN	500,754	504,454
FHLB 1.75% 08/22/2012 FA	99,686	100,862
FHLB 1.75% 08/22/2012 FA	99,686	100,862
FHLB 2.75% 06/18/2010 JD	504,533	506,277
FHLB 3.625% 09/16/2011 MS	623,441	632,408
FHLB 4.375000% 09/17/2010 MS	758,303	779,639
FHLB 4.875% 06/13/2014 JD	403,767	451,101
FHLB 4.875% 06/13/2014 JD	256,055	286,064
FHLB 4.875% 11/18/2011 MN	774,096	805,465
FHLB 5.0% 11/17/2017 MN	777,982	815,993
FHLB 5.25% 09/13/2013 MS	377,996	420,398
FHLB 5.25% 09/13/2013 MS	176,685	196,186
FHLB 5.375% 08/19/2011 FA	532,572	543,604
FHLB 5.625% 03/14/2036 MS	81,129	78,481
FHLB 5.625% 03/14/2036 MS	27,043	26,160
FHLMC 2.875% 11/23/2010 MN	507,899	512,192
FHLMC 5.125% 10/18/2016 AO	776,728	829,044
FHLMC 5.5% 08/23/2017 FA	470,352	499,754
FHLMC CA 2.05% 03/09/2011 MS	100,000	100,900
FHLMC CA 2.05% 03/09/2011 MS	100,000	100,900
FHLMC MTN 4.875% 06/13/2018 JD	380,658	375,245
FNMA 1.75% 03/23/2011 MS	502,073	508,477
FNMA 2.5% 04/09/2010 AO	502,661	505,972
FNMA 4.625% 10/15/2014 AO SER BENCHMAR SR LIEN	780,514	819,903
FNMA GLOBAL 4.375000% 03/15/2013 MS	713,264	761,300
GENERAL ELECTRIC CAPITAL CORP 2.25% 03/12/2012	503,970	510,651
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	1,458,759	1,471,571
GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	2,260,751	2,097,347
GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	2,169,246	2,039,886
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	3,556,084	3,521,198
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	3,434,886	3,436,049
IADB 4.25% 09/14/2015 MS SR LIEN	520,340	529,781
INTL BUSINESS MACHINES CORP 5.7% 09/14/2017 SR LIEN M-W+20.00BP	104,126	111,025
KFW 2.0% 01/17/2012 SR LIEN	501,442	510,038
KFW 4.375% 07/21/2015 JJ SR LIEN	506,787	517,821
KFW 4.625% 01/20/2011 JJ	515,785	528,923
LANDWIRTSCHAFTLICHE RENTENBANK CPN 4.3750 01/15/2013	784,982	830,833
LOWE'S COMPANIES, INC. 5.4% 10/15/2016	108,429	108,282
MCDONALD'S CORPORATION MTN 5.8% 10/15/2017 SR LIEN M-W+20.00BP	168,229	167,612
MICROSOFT CORPORATION 4.2% 06/01/2019 SR LIEN	99,952	100,193
MORGAN STANLEY 3.25% 12/01/2011 SR LIEN	515,108	520,014
MORGAN STANLEY MTN 5.25% 11/02/2012 SER F SR LIEN	160,966	160,883
NOVARTIS CAPITAL CORP 4.125% 02/10/2014 M-W+40.00BP	103,345	106,734
ONTARIO (PROVINCE OF) CPN 5.1250 07/17/2012	773,307	824,960
ORACLE CORPORATION 5.75% 04/15/2018 SR LIEN M-W+35.00BP	108,069	109,333
PFIZER INC. 5.35% 03/15/2015 SR LIEN M-W+50.00BP	108,432	110,865
PHILIP MORRIS INTERNATIONAL IN 4.875% 05/16/2013 SR LIEN	102,895	106,175
PNC FUNDING CORP 2.3% 06/22/2012 SR LIEN	209,816	213,670
PNC FUNDING CORP 2.3% 06/22/2012 SR LIEN	249,781	254,369
PRAXAIR, INC 4.625% 03/30/2015	162,208	161,267
PROCTER & GAMBLE COMPANY (THE) 3.5% 02/15/2015 M-W+30.00BP	100,655	103,623
SBC COMMUNICATIONS INC CPN 5.8750 02/01/2012	103,716	110,572
SOUTHERN CO SERVICES INC 4.15% 05/15/2014 SR LIEN M-W+35.00BP	99,907	103,365
THE WALT DISNEY COMPANY MTN 4.5% 12/15/2013 USD SER D SR LIEN M-W+50.00BP	101,793	106,425
TOTAL CAPITAL 3.125% 10/02/2015 SR LIEN M-W+15.00BP	150,508	149,305
TVA 6.25% 12/15/2017 JD	435,381	457,351
TVA SER: A 5.625000% 01/18/2011 JJ	522,454	538,689
UNILEVER CAPITAL CORPORATION 3.65% 02/15/2014 SR LIEN M-W+30.00BP	100,954	104,368
UNITED STATES DEPT OF THE 4.250000% 05/15/2039 MN TREASURY ON THE RUN SR LIE	184,986	179,262
VERIZON COMMUNICATIONS INC. 5.25% 04/15/2013 SR LIEN M-W+40.00BP	102,891	108,905
WAL-MART STORES, INC. 5.8% 02/15/2018	108,060	113,166

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TY 2009 Investments Corporate Stock Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	0	0
AFLAC INCORPORATED CMN	54,222	65,999
AMERICAN ELECTRIC POWER INC CMN	20,723	27,519
AMERICAN TOWER CORPORATION CMN CLASS A	151,599	194,229
APACHE CORP. CMN	52,094	53,029
APPLE, INC. CMN	89,416	182,705
BANK OF AMERICA CORP CMN	103,389	142,016
BAXTER INTERNATIONAL INC CMN	92,722	95,179
BAXTER INTERNATIONAL INC CMN	145,502	155,091
BECTON DICKINSON & CO CMN	36,080	35,881
BIOGEN IDEC INC. CMN	60,566	67,036
BIOGEN IDEC INC. CMN	62,792	62,702
BOEING COMPANY CMN	78,144	79,246
BP P.L.C. SPONSORED ADR CMN	70,328	70,144
BROADCOM CORP CL-A CMN CLASS A	33,765	39,338
BROADCOM CORP CL-A CMN CLASS A	110,945	128,083
CB RICHARD ELLIS GROUP, INC. CMN CLASS A	114,320	126,920
CBS CORPORATION CMN CLASS B	26,524	27,383
CHARLES SCHWAB CORPORATION CMN	92,321	91,578
CHEVRON CORPORATION CMN	36,101	35,877
CISCO SYSTEMS, INC. CMN	67,122	70,551
CISCO SYSTEMS, INC. CMN	163,017	160,685
CME GROUP INC. CMN CLASS A	127,505	145,807
COSTCO WHOLESALE CORPORATION CMN	99,742	118,458
COVIDIEN PLC CMN	50,891	56,989
CROWN CASTLE INTL CORP COMMON STOCK	81,877	101,075
DIRECTV CMN	48,523	55,528
DISH NETWORK CORPORATION CMN CLASS A	52,801	71,428
DOW CHEMICAL CO CMN	75,454	97,755
EMERSON ELECTRIC CO. CMN	55,991	73,570
ENTERGY CORPORATION CMN	85,204	70,873
EOG RESOURCES INC CMN	61,307	78,035
EQUINIX INC CMN	119,087	159,225
EVEREST RE GROUP LTD CMN	53,217	56,977
EXPRESS SCRIPTS COMMON CMN	59,759	73,716
EXXON MOBIL CORPORATION CMN	62,581	56,939
FIRSTENERGY CORP CMN	74,501	56,065
FORD MOTOR COMPANY CMN	25,086	35,020
FRANKLIN RESOURCES INC CMN	32,257	60,998
FREEPORT-MCMORAN COPPER & GOLD CMN	22,207	34,444
GENERAL ELECTRIC CO CMN	80,565	76,059
GENERAL MILLS INC CMN	28,580	34,130
GILEAD SCIENCES CMN	69,642	63,910
GOLDMAN SACHS SMALL/MID CAP GROWTH FUND - INSTL SHARES	530,000	565,668
HALLIBURTON COMPANY CMN	65,623	70,170
HALLIBURTON COMPANY CMN	81,479	80,792
HESS CORPORATION CMN	36,506	37,268
HEWLETT-PACKARD CO. CMN	71,455	94,109
HONEYWELL INTL INC CMN	75,671	82,790
INVESCO LTD. CMN	49,006	52,195
JOHNSON & JOHNSON CMN	102,951	104,537
JOHNSON & JOHNSON CMN	145,052	153,231
JOHNSON CONTROLS INC CMN	21,252	33,369
JPMORGAN CHASE & CO CMN	168,017	163,430
LAM RESEARCH CORP CMN	25,508	28,898
LOWES COMPANIES INC CMN	91,606	102,869
MARRIOTT INTERNATIONAL, INC. CMN CLASS A	36,458	65,782
MARSH & MCLENNAN CO INC CMN	25,609	24,288
MERCK & CO., INC. CMN	54,078	52,362
MICROSOFT CORPORATION CMN	147,542	162,977
NEWELL RUBBERMAID INC CMN	35,389	33,878
NEWFIELD EXPLORATION CO. CMN	54,284	58,214
NIKE CLASS-B CMN CLASS B	58,440	58,868
OCCIDENTAL PETROLEUM CORP CMN	105,151	129,997
OCCIDENTAL PETROLEUM CORP CMN	36,855	39,699
ORACLE CORPORATION CMN	62,065	63,067
ORACLE CORPORATION CMN	130,941	162,168
PEOPLES UNITED FINANCIAL INC CMN	53,874	53,173
PEPSICO INC CMN	154,082	150,662
PHILIP MORRIS INTL INC CMN	33,035	33,396
PROCTER & GAMBLE COMPANY (THE) CMN	129,282	155,273
PRUDENTIAL FINANCIAL INC CMN	77,700	73,396
QUALCOMM INC CMN	26,589	29,791
QUALCOMM INC CMN	169,141	182,172
SCHLUMBERGER LTD CMN	42,206	47,581
SCHLUMBERGER LTD CMN	142,360	145,606
SLM CORPORATION CMN	44,711	33,979
SPRINT NEXTEL CORPORATION CMN	155,698	66,425
ST JUDE MEDICAL INC CMN	107,441	113,025
STAPLES, INC. CMN	45,041	52,549
STATE STREET CORPORATION (NEW) CMN	40,009	43,018
SUNCOR ENERGY INC. CMN	109,529	89,405
TARGET CORPORATION CMN	30,209	28,538
TARGET CORPORATION CMN	115,082	112,509
TEVA PHARMACEUTICAL IND LTD ADS	53,839	70,000
THE BANK OF NY MELLON CORP CMN	45,510	44,668
THE TRAVELERS COMPANIES, INC CMN	58,237	70,153
THERMO FISHER SCIENTIFIC INC CMN	63,091	82,170
TJX COMPANIES INC (NEW) CMN	20,894	28,180
UNILEVER N.V. NY SHS (NEW) ADR CMN	46,964	53,700
UNITED STATES STEEL CORPORATIO CMN	32,839	40,293
VIACOM INC. CMN CLASS B	32,805	36,300
VISA INC. CMN CLASS A	72,596	105,564
WAL MART STORES INC CMN	45,634	44,577
WELLPOINT, INC. CMN	83,779	81,373
WESTERN UNION COMPANY (THE) CMN	97,469	95,230

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TY 2009 Investments - Other Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS HEDGE FUND PORTFOLIO PLC CLASS B, SERIES 36	AT COST	2,500,000	2,349,108
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. / GSCP V INSTITUTIONAL AIV, L.P.	AT COST	1,210,888	1,538,226
GOLDMAN SACHS DISTRESSED OPPORTUNITIES FUND IV OFFSHORE HOLDINGS, L.P. (C)	AT COST	175,105	152,092
PROGRAM INVESTMENT LOAN	AT COST	35,061	35,061
NON-US EQUITY MANAGERS: PORTFOLIO 1 [SERIES] CLASS 1	AT COST	3,876,310	4,061,783
OTHER INVESTMENTS	AT COST	0	0

TY 2009 Land, Etc. Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY
EIN: 13-4223002

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND - BIG BENSON POND	760,005	0	760,005	0
LAND - BIG GREENWOOD POND	186,179	0	186,179	0
LAND - BIG WILSON PRESERVE	590,000	0	590,000	0
LAND - BODFISH FARM ROAD #1	20,900	0	20,900	0
LAND - BODFISH FARM ROAD #2	23,000	0	23,000	0
LAND - DOUGHTY HILL	39,000	0	39,000	0
LAND - GREENWOOD MOUNTAIN	40,000	0	40,000	0
LAND - LITTLE GREENWOOD POND PRESERVE	400,000	0	400,000	0
LAND - MOUNT KINEO PRESERVE	415,000	0	415,000	0
LAND - PEPPERMINT BROOK PRESERVE	48,000	0	48,000	0
LAND - SEVEN PONDS PRESERVE	2,400,000	0	2,400,000	0
LAND - SZABO PROPERTY	38,900	0	38,900	0
LAND - T3R8 & T4R8	12,164,436	0	12,164,436	0
LAND - TOWNSHIP 3, RANGE 7	4,120,261	0	4,120,261	0
LAND - WAKEMAN GATE	300,000	0	300,000	0
LAND - 1 GREENVILLE RD, MONSON	56,016	0	56,016	0
LAND - 3 GREENVILLE RD, MONSON	32,216	0	32,216	0
LAND - 5 GREENVILLE RD, MONSON	33,721	0	33,721	0
LAND - 4 WATER ST, MONSON	89,766	0	89,766	0
LAND - SCHOODIC PENNINSULA	844,222	0	844,222	0
FURNITURE	15,573	14,299	1,274	0
LAND - SEAL COVE RD, SOUTHWEST HARBOR	482,776	0	482,776	0
LAND - OTTER CLIFF RD, BAR HARBOR	754,286	0	754,286	0
LAND- OTTER CLIFF ROAD	422,544	0	422,544	0
LAND- EASEMENT CARANTUNK FALLS	51,522	0	51,522	0
LAND- MOUNT DESERT ISLAND	46,934	0	46,934	0
LAND- T2R8 AND T3R8	10,024,044	0	10,024,044	0
LAND- MAP 223 LOT 17	30,984	0	30,984	0
LAND- BLACK DOG ROAD PROPERTY	117,116	0	117,116	0
LAND- MAP 21 LOT 16	30,884	0	30,884	0
LAND- T4R7 AND T4R8, PENOBSCOT COUNTY	3,557,793	0	3,557,793	0
LAND- T3R7 W.E.L.S., PENOBSCOT COUNTY	2,464,470	0	2,464,470	0
LAND- T3R8 AND T4R8, PENOBSCOT COUNTY	6,102,442	0	6,102,442	0
COLLECTIBLES	110,057	0	110,057	0
MAP 14 LOT 8, TREMONT, ME	101,488	0	101,488	0
MAP 22 LOT 12 LONG POND SW HARBOR, ME	428,978	0	428,978	0
660 CONGRESS ST	354,120	0	354,120	0
LAND- T4R8 W.E.L.S	297,180	0	297,180	0
LAND- MDI ROUND POND	856,625	0	856,625	0
LAND- T6R9 & T7R9	500,000	0	500,000	0

TY 2009 Legal Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS LEGAL FEES	14,883	0	0	14,883

TY 2009 Other Expenses Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LAND MAINTENANCE & PROPERTY UPKEEP	80,878	0	0	80,878
CONTRACT LABOR	11,311	0	0	11,311
OTHER NON DEDUCTIBLE INVESTMENT EXPENSES	4,042	0	0	0
PORTFOLIO DEDUCTIONS FROM PASS THRU INVESTMENTS	19,758	19,758	19,758	0
ASSOCIATION DUES	400	0	0	400
INSURANCE	610	0	0	610
ECOLOGY SURVEYS & STEWARDSHIP PLANS	30,906	0	0	30,906
SUPPLIES	2,465	0	0	2,465
AMORTIZATION	8,273	8,273	8,273	0
office expense	848	0	0	848
PAYROLL PROCESSING FEES	1,870	0	0	1,870
MISCELLANEOUS EXPENSE	9,210	0	0	9,210
ADVERTISING	18,245	0	0	18,245

TY 2009 Other Income Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PUBLICLY TRADED SECURITIES	57,854	57,854	57,854

TY 2009 Other Professional Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
investment fees - GOLDMAN SACHS	180,654	180,654	180,654	0
LAND MANAGEMENT FEES	141,900	0	0	141,900
CONSULTING FEES	13,879	0	0	13,879

TY 2009 Taxes Schedule

Name: ELLIOTSVILLE PLANTATION INC
CO JAMES W SEWALL COMPANY

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE AND FORESTRY EXCISE TAXES	182,540	0	0	182,540
FOREIGN TAXES PAID	21,026	21,026	21,026	0
FEDERAL INVESTMENT INCOME TAX	15,000	0	0	15,000
PAYROLL TAXES	5,922	0	0	5,922